UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL INC., ET AL., Plaintiffs, v. YOUTUBE, INC., ET AL., Defendants.	ECF Case Civil No. 07-CV-2103 (LLS)
THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, ET AL., on behalf of themselves and all others similarly situated, Plaintiffs, v. YOUTUBE, INC., ET AL., Defendants.	ECF Case Civil No. 07-CV-3582 (LLS)

DECLARATION OF CHRISTOPHER MAXCY IN SUPPORT OF DEFENDANTS' MOTION FOR SUMMARY JUDGMENT

CHRISTOPHER MAXCY, pursuant to 28 U.S.C. § 1746, hereby declares as follows:

1. I am the Director of Partner Development at YouTube, Inc., where I have been employed since December 2005. I have held this position since October 2006. From December 2005 until October 2006, I held the position of Vice President of Business Development. Throughout my employment with YouTube, my responsibilities have included pursuing and negotiating contractual agreements with prominent copyright holders to license their content to appear on YouTube.

2. During my tenure at YouTube, I watched the site become enormously popular in a very short period of time. As YouTube's popularity grew, content owners increasingly began to express interest in partnering with YouTube to make their content available through the YouTube service. In late 2005 and early 2006, YouTube was inundated with requests from a wide variety of companies for

partnership agreements. But at that time YouTube was still a small and relatively new company with only ten employees, and we did not have the capacity to negotiate deals with all of these companies as quickly as the requests came in.

3. Instead of simply waiting for YouTube to be able to negotiate a formal partnership agreement, many of those companies told us that they were already uploading content to YouTube to remain on the site. They frequently cited the tremendous promotional benefits of YouTube in expressing their interest in the service. We heard this refrain from dozens of companies, including Nike, Chevrolet, EA, Panasonic and Proctor & Gamble and major music and media companies, like NBC, BSkyB, E! Entertainment, HBO, Universal Music Group, the Weinstein Company, Sony Pictures, VH-1, Capitol Records, Palm Pictures, Atom Films, Disney, Fox and Viacom.

4. For example, I specifically recall conversations with Vince Manci and Jonathan Miller at NBC who told me NBC was having its interns upload clips of their content to YouTube for promotional purposes.

5. In another example, Universal Music Group uploaded a video of the song "The Saints are Coming" by U2 and Greenday under the username vidsquare because they wanted the video to appear like it was an "unofficial" video that was uploaded by a regular user.

6. On several occasions, I actually had to introduce people from a company's marketing department to people in the same companies' legal department, because the legal department would ask YouTube to take down videos that their own marketing departments had uploaded. I recall this happening with Matador Records, Sony Pictures, Universal Music Group, and Warner Music Group, among others.

7. In one instance, Sony Pictures contacted YouTube to request that we take down an unauthorized trailer for Rocky 6, indicating that they were

considering bringing a lawsuit against the user who had uploaded the clip. At Sony Pictures' request, we took the Rocky 6 trailer down. Later, Sony Pictures contacted YouTube to inform us that the video was authorized; it was Sylvester Stallone himself who had uploaded the Rocky 6 trailer to YouTube.

8. Even Viacom, in early 2006, reached out to YouTube to propose entering into a partnership agreement. Viacom's Paramount subsidiary was particularly interested in a partnership wherein Paramount would upload clips from its back catalog of films to YouTube. Attached here to as Exhibit 1 is an email from Kevin Donohue to me regarding his discussions with Paramount. For months prior to Google's acquisition of YouTube in October 2006, YouTube and Viacom discussed the terms of a potential deal. After the acquisition, Viacom continued to discuss a partnership agreement with both Google and YouTube.

9. Between 2006 and 2009, to complement the array of user-generated and uploaded content on the site, YouTube entered into hundreds of agreements with the world's most prominent copyright holders, including major film studios, television networks, record labels and sports organizations. For example, YouTube has entered into partnerships with all four of the major record labels and their major publisher affiliates (Universal Music Group, Warner Music Group, Sony BMG Music Entertainment, and EMI Group), as well as hundreds of indie labels and publishers. YouTube has also entered into content partnerships with movie and television studios, such as CBS, NBC/Universal, BBC, MGM Worldwide Digital Media, Sony Pictures Television, Inc. and Lions Gate Entertainment. And YouTube has content agreements with sports organizations, such as the NBA, NHL, ATP Tour, Inc., United States Tennis Association, Professional Bull Riders, Inc. and World Wrestling Entertainment, Inc.

10. Under the terms of YouTube's partnership agreements, content partners can upload their videos directly to the service, or provide videos to

YouTube for uploading, and can also "claim" as their own videos that ordinary YouTube users have posted. YouTube displays advertisements on web pages where users watch the uploaded or claimed videos ("Partner Watch Pages"), and shares the advertising revenue with the relevant content partner. Collectively, these content partnerships resulted in over 23 billion views of partner videos in 2007 – 2009.

I certify under penalty of perjury that the foregoing is true and correct.

Dated: San Bruno, California
February 28, 2010

Christopher Maxcy